

EXHIBIT D

LIQUIDATION ANALYSIS

Ruby Tuesday, Inc.
Liquidation Analysis
\$ in 000s

[1], [2]

	Notes	Base Value	Recovery Rate %		Recovery Amt \$	
			Low	High	Low	High
<u>Section 1: Assets subject to GS/TCW secured lenders' claims</u>						
Cash collateral	[3]	866	100.0%	100.0%	866	866
Total real estate	[4]	32,698	50.0%	75.0%	16,349	24,524
Liquor license	[5]	14,000	25.0%	35.0%	3,500	4,900
PP&E	[6]	12,962	8.6%	17.2%	1,115	2,230
Other assets (IP, etc.)	[7]	3,928	25.0%	50.0%	982	1,964
Total Assets		64,454	35.4%	53.5%	22,812	34,484
<u>Senior Secured Claims (Goldman Sachs/TCW)</u>						
DIP loan (LC portion)	[8]	9,552				
Pre-petition term loan, interest and fees	[9]	31,227				
Call protection and yield maintenance	[10]	4,427				
Total Secured claims		45,206	50.5%	76.3%	(22,812)	(34,484)
Deficiency claims to fulfill by the RABBI Trust liquidation pool					22,394	10,722
<u>Section 2: Assets under RABBI Trust</u>						
Cash proceeds from RABBI Trust	[11]	27,535	100.0%	100.0%	27,535	27,535
Liquidation cost	[12]					
Chapter 7 Trustee fee					(1,510)	(1,861)
Chapter 7 professionals					(2,000)	(1,000)
Net asset available to creditors					24,025	24,675
<u>Secured claims</u>						
PACA	[13]	370	100.0%	100.0%	(370)	(370)
Net asset available to creditors after Secured PACA claims					23,655	24,305
<u>Super-priority admin claims</u>						
DIP loan, interest and fees (term loan portion)	[14]	5,056	100.0%	100.0%	(5,056)	(5,056)
Net asset available to creditors after Super-priority admin claims					18,598	19,248
<u>Admin claims</u>						
Post-petition rent	[15]	6,600				
Post-petition AP	[16]	3,145				
Post-petition payroll	[17]	1,900				
Accrued sales tax	[18]	1,285				
Chapter 11 administrative professional fees	[19]	1,900				
Potential employee-related claims	[20]	2,500				
Total Admin claims		17,330	100.0%	100.0%	(17,330)	(17,330)
Net asset available to creditors after Admin claims					1,269	1,918
<u>Priority claims</u>						
Employee/misc.	[21]					
Property tax	[22]	3,637				
Total Priority claims		3,637	34.9%	52.8%	(1,269)	(1,918)
Net asset available to creditors after Priority claims					-	-
<u>General unsecured claims</u>						
GS/TCW Deficiency claims	[23]	22,394				
502b6 claims	[24]	103,741				
Pension Liability - Qualified Plan Deficiency	[25]	1,956				
Pension Liability - Non-Qualified Plan	[26]	38,779				
Deferred Comp Plan Liabilities	[27]	5,599				
General trade payable	[28]	10,797				
Other (GL, WC and severance)	[29]	1,174				
Gift Card Liabilities	[30]	38,144				
PPP loan	[31]	10,000				
Total General unsecured claims		232,584	0.0%	0.0%	-	-
<u>Dissenters Subordinated to GUCs</u>						
Dissenters (litigation claims)	[32]	11,996				
Total Dissenters Subordinated to GUCs		11,996	0.0%	0.0%	-	-

Ruby Tuesday, Inc.

Liquidation Analysis Assumptions

[1] Situation:

- a. Conversion of the Chapter 11 proceeding to Chapter 7 of which a Chapter 7 Trustee will be appointed. Debtors will immediately cease operations and prepare a liquidation process.
- b. Assumed Effective Date selected for the Liquidation Analysis is January 1, 2021, earlier than Effective Date for the Plan of Reorganization. The Debtors are trying to illustrate under current situation of which highest cash balance from the RABBI Trust is available to distribute to creditors, liquidation scenario will yield lower recovery compared to the Debtors' Plan of Reorganization.
- c. Recovery scenarios:
 - i. High: six-month timeframe for high scenario of which liquidation commences without much adversarial matters and the Debtors' assets could be disposed on timely manner.
 - ii. Low: twelve-month timeframe under which the liquidation commences with more adversarial matters.

[2] Structure:

The Liquidation Analysis incorporate two sections:

- a. First section: recovery for Goldman Sachs/TCW (the "Secured Lenders") Secured Claims beyond the RABBI Trust proceeds. Per the Final DIP Order [Docket No. 558], only \$5 million DIP term loan, excluding the \$9.55 million Letter of Credit ("LC"), is entitled recovery under the RABBI Trust proceeds. Any secured lenders' deficiency claims will be included under the General Unsecured Claim (GUC) in the second section.
- b. Second section: recovery applicable under the RABBI Trust proceeds. Expenses and claims under this section includes liquidation cost (Chapter 7 trustee and professionals) and claims remaining of the bankruptcy estate, including secured claims such as PACA, super-priority administrative claim (the \$5 million DIP loan), administrative claim, priority claim and general unsecured claim (GUC).

[3] Cash collateral:

- a. Estimated cash collateral balance as of Jan 1, 2021. The Liquidation Analysis assumes cash deficit between now to Jan 1, 2021 is funded by cash collateral instead of the RABBI Trust proceeds.

[4] Real estate:

- a. Consists of 23 restaurant properties, 1 hotel/hospitality facility (RT Lodge) and 1 corporate HQ building.
- b. Base value indicates either Broker Opinion of Value ("BOV") conducted by third parties at various time prior to Chapter 11 proceeding, or prior offer(s) or market indication(s) the Debtors may receive prior or during the Chapter 11 proceeding.
- c. Albeit in the past the Debtors were able to sell properties close to the stated BOVs, under Chapter 7 total liquidation, it is unlikely such values could be realized. Henceforth, the Debtors assume 50% for low and 75% for high recovery for real estate assets are appropriate, based on overall context of enterprise liquidation and shorter timeframe to sell. Recovery rates also include maintenance, broker commission fees and other carry-type costs of such properties.

[5] Liquor license:

- a. Represents 95 liquor licenses the Debtors currently hold.
- b. Base value is based on third party broker estimates.
- c. Recovery rates of 25%-30% based on recent offer(s) received for certain liquor licenses in two states, which specifically mention factors such as lengthy approval process and carry cost associated with purchasing liquor license.
- d. Such factors will adversely impact recovery rates.

[6] PP&E encompasses primarily restaurant equipment and office furniture

- a. Base value is based on the Debtors' financial statement for Period 6 FY 2021 ending Dec 1, 2021.
- b. Based on prior experience, the Debtors estimate \$5,000 to 10,000 per location for restaurant equipment and minimal for existing office furniture.

[7] Other assets encompasses misc. assets of the Debtors such as split dollar insurance policy of which the Debtors are listed as beneficiaries, franchisee receivable and intangible assets such as IP, trademark, etc.

- a. The Debtors estimate 25% to 50% recovery for such asset class under low and high scenarios, respectively.

[8] DIP loan (LC portion) represents \$9.55 million Letter of Credit rolled into the DIP per the Final DIP Order.

[9] Pre-petition Term Loan includes \$26.4 million term loan and estimated \$4.8 million in pre-petition interest, accruals and fees.

[10] Call protection and yield maintenance balance of \$4.4 million provided by the secured lenders as of October 6, 2020.

[11] Cash proceeds from RABBI Trust:

- a. MRP/ESP plan proceeds at approximately \$21.5 million and \$5.9 million from deferred compensation plan

[12] Liquidation cost includes Chapter 7 trustee fees (3% of estimated total gross proceeds), and trustee professionals (both counsel and financial advisors). Low scenario assumes more adversarial proceeding of with higher professional fees.

[13] Estimated PACA claim based on what the Debtors owe to produce vendors as of December 15, 2020.

[14] DIP loan, interest and fees (term loan portion):

- a. Represents \$5 million in DIP term loan and approximately \$40k in one-month interest and fees

[15] Post-petition rent includes unpaid post-petition October rent (approximately 25 days), full month November and December rent numbers.

[16] Post-petition Accounts Payable ("AP") is based on the Debtors' Accounts Payable balance as of December 15, 2020, adjusted for produce vendors under PACA claims above.

[17] Post-petition payroll represents one week of gross payroll for all Debtors' personnel of approximately \$1.9 million (the Debtors pay period is one week in arrears).

[18] Accrued sales tax represents approximate sales tax the Debtors collected in the month of December

- [19] Chapter 11 administrative professional fees represent difference between projected professional escrow account balance as of Jan 1, 2021 and unpaid accrued professional fees for the Debtors and UCC, US Trustee fees (Q4 2020) and others.
- [20] Potential employee-related claims represent potential obligations the Debtors may be subject to due to certain state and local labor law requirements in event of total liquidation and personnel lay-off.
- [21] Employee priority claims: to be determined
- [22] Property tax claims represent identified unpaid property taxes (both real and personal properties) for both open and closed properties that were incurred before Chapter 11 proceedings. Majority encompasses 9 months and 6 days of 2020 property taxes.
- [23] Deficiency claims from Goldman Sachs/TCW secured claim recovery
- [24] 502(b)6 claims for identified open and closed properties (above 400 properties in total, including the Debtors' currently operating locations of approximately 200-210 and another 200 closed locations as of filing).
- [25] Underfunded balance of Morrison qualified pension plan as of Period 6 FY 2021 ending December 1, 2020.
- [26] Liabilities related to MRP and ESP non-qualified person plan based on an actuarial PBO estimate as of September 30, 2020.
- [27] Liabilities related to deferred compensation plan as of Period 6 FY2021 ending December 1, 2020.
- [28] Pre-petition accounts payable, excluding rent, based on Accounts Payable aging as of December 15, 2020.
- [29] Estimate on general liabilities, workers comp claims and severance.
- [30] Gift card liabilities based on the Debtors' balance sheet as of Period 6 FY 2021 ending December 1, 2020.
- [31] The Debtors' PPP loan balance, excluding accrued interest or fees.
- [32] Reserves related to dissenter shareholder litigation claims as of Period 6 FY 2021 ending December 1, 2020.